

NOTICE OF SPECIAL MEETING

RAMPART RANGE METROPOLITAN DISTRICT NOS. 1, 2 & 7 of DOUGLAS COUNTY, COLORADO

NOTICE IS HEREBY GIVEN that the Board of Directors of the Rampart Range Metropolitan District Nos. 1, 2 & 7 of the County of Douglas, State of Colorado, will hold a special meeting on Thursday, October 19, 2017 at the hour of 9:30 a.m., at Kutak Rock LLP, 1801 California Street, Suite 3100, Denver, Colorado 80202, for the purpose of conducting any business which may come before the Board.

This meeting is open to the public.

**BY ORDER OF THE BOARD OF
DIRECTORS OF THE RAMPART
RANGE METROPOLITAN DISTRICT
NOS. 1, 2 & 7**

By /s/ Denise Denslow

Agenda:

1. Call to Order
2. Declaration of Quorum
3. Present Disclosures of Potential Conflicts of Interest
4. Approve Agenda and Confirm Location of Meeting and Posting of Meeting Notices
5. Public Comments
6. Items from the Attorney
 - A. Review and ratify adoption by the Rampart Range Metropolitan District No. 1 of a resolution authorizing the issuance of the Rampart Range Metropolitan District No. 1's Limited Tax Supported and Special Revenue Refunding and Improvement Bonds, Series 2017 in the approximate aggregate principal amount of \$190,000,000.00 ("Series 2017 Bonds") and authorize the execution of an Indenture of Trust, one or more bond purchase agreements, a Third Amended and Restated Capital Pledge Agreement, a First Amended and Restated PIF Collecting Agent Agreement, and other related documents; ratify and confirm the execution of certain documents; make determinations and findings as to other

matters related to such transaction; authorize incidental actions; and repeal prior inconsistent actions.

- B. Review and ratify approval by Rampart Range Metropolitan District No. 2 and Rampart Range Metropolitan District No. 7 of a Third Amended and Restated Capital Pledge Agreement between Rampart Range Metropolitan District Nos. 1, 2, 7, a First Amended and Restated PIF Collecting Agent Agreement, and acknowledge Rampart Range Metropolitan District No. 1's issuance of the Series 2017 Bonds, which are payable by certain revenues of Rampart Range Metropolitan District Nos. 2 and 7 in accordance with such Third Amended and Restated Capital Pledge Agreement , and authorize other related documents; ratify and confirm the execution of certain documents; make determinations and findings as to other matters related to such transaction; authorize incidental actions; and repeal prior inconsistent actions.
 - C. Discuss and consider approval of First Amendment to Second Amended and Restated 2010 Bond Agreement (West Side) between Rampart Range Metropolitan District No. 1 and RidgeGate Investments, Inc. (enclosure).
 - D. Approve Placement Agent Agreements between Rampart Range Metropolitan District No. 1, D.A. Davidson & Co. and RBC Capital Markets, LLC.
 - E. Approve Investment Banking Agreements between Rampart Range Metropolitan District No. 1, RBC Capital Markets, LLC and D.A. Davidson & Co.
- 7. Board Member Items
 - A. Discuss need for October 25, 2017 Regular Board Meeting
 - 8. Adjournment